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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

LIMITED LIABILITY COMPANY

mp holdings, llc

Certificate of Status	0
Certified Copy	1
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J. BRYAN JUL - 8 2005

8

ARTICLES OF ORGANIZATION OF
MP HOLDINGS, LLC

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said Limited Liability Company shall be MP HOLDINGS, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be: 3124 S.W. Wimbledon Terrace, Palm City, Florida 34990.

SECOND: MP HOLDINGS, LLC, shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, MP HOLDINGS, LLC is formed are:

- (A) to purchase, sell real estate, and otherwise manage and hold real estate properties within the State of Florida, subject to such laws and;
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which, MP HOLDINGS, LLC, is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

FIFTH: This limited liability company shall be member-managed and will have one (1) managing-member, MYRIAM PELAEZ.

SIXTH: The name and mailing address of the company's registered agent is MYRIAM PELAEZ, whose mailing address is: 3124 S.W. Wimbledon Terrace, Palm City, Florida 34990.


MYRIAM PELAEZ, Organizer

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27th day of June, 2005.

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2005 JUL -7 AM 8:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Designation and Acceptance of Registered Agent

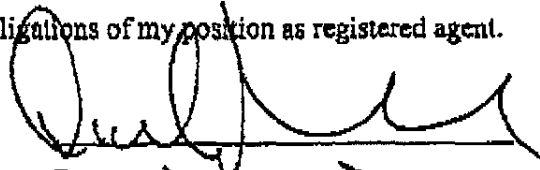
Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability company is MP HOLDINGS, LLC
2. The name of the registered agent is MYRIAM PELAEZ.
3. The address of the registered agent/registered office is 3124 S.W. Wimbledon Terrace, Palm City, Florida 34990.

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CLERK OF THE CIRCUIT COURT
PALM BEACH COUNTY, FLORIDA

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



By: Myriam Pelaez
For the Company

Date: June 27, 2005

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